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*Counsel for the Board of Each of PG&E Corporation and
Pacific Gas and Electric Company and for Certain
Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION.

- and -

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

** All papers shall be filed in the Lead Case No. 19-30088 (DM).*

**Bankruptcy Case
No. 19-30088 (DM)**

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION
REGARDING THIRD MONTHLY FEE
STATEMENT OF SIMPSON THACHER &
BARTLETT LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF JUNE 1, 2019 THROUGH
JUNE 30, 2019**

Re: Docket No. 3761

Objection Deadline: September 20, 2019
4:00 pm (Pacific Time)

1 On August 30, 2019, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel
2 for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and
3 Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for
4 the members of the Board from time to time in their capacities as members of the Board, and (ii)
5 certain current and former independent directors in their individual capacities who serve or
6 served as independent directors prior to and/or as of the Petition Date (as defined below) (each
7 an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Third*
8 *Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of*
9 *Compensation and Reimbursement of Expenses for the Period June 1, 2019 through June 30,*
10 *2019*, pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P.*
11 *2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of*
12 *Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the “**Interim Procedures**
13 **Order**”).

14 The Third Monthly Fee Statement was served on the Notice Parties (as defined in the
15 Interim Compensation Order) by Notice of Electronic Filing through the CM/ECF system and/or
16 by e-mail. Janet Loduca, Stephen Karotkin and Rachael Foust, counsel for the Debtors, were
17 served by e-mail with their consent to waive the 21-day objection period. The deadline to file
18 any other responses or oppositions to the Third Monthly Fee Statement was September 20, 2019
19 at 4:00 pm (PT), and no oppositions or responses have been filed with the Court or received by
20 Simpson Thacher. Pursuant to the Interim Compensation Order, the Debtors are authorized to
21 pay Simpson Thacher eighty percent (80%) of the fees and one hundred percent (100%) of the
22 expenses requested in the Third Monthly Fee Statement upon the filing of this certification
23 without the need for a further order of the Court. A summary of the fees and expenses sought by
24 Simpson Thacher is annexed hereto as **Exhibit A**.

25 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,
26 that:

1. I am a counsel at the law firm Simpson Thacher & Bartlett LLP, counsel to the Board and the Independent Directors.

2. I certify that I have reviewed or caused the review of the Court's docket in these chapter 11 cases and that Simpson Thacher has not received any response or opposition to the Third Monthly Fee Statement.

3. This declaration was executed in Palo Alto, California.

SIMPSON THACHER & BARTLETT LLP

Dated: September 25, 2019
Palo Alto, California

/s/ Jonathan Sanders
Jonathan Sanders (No. 228785)

*Counsel for the Board of Each of PG&E
Corporation and Pacific Gas and Electric
Company and for Certain Current and Former
Independent Directors*